UNITED ST.	ATES BAI	NKRUPT	'CY COU	JRT
SOUTHERN	DISTRIC	T OF NE	W YOR	K

In re:

: Chapter 11

SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

:

Debtors.<sup>1</sup> : (Jointly Administered)

#### **AFFIDAVIT OF SERVICE**

I, Frank O'Dowd, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On September 29, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served (1) by the method set forth on the Master Service List attached hereto as **Exhibit A**; (2) delivered via Overnight Mail to the Chambers of Honorable Robert Drain, US Bankruptcy Court SDNY, 300 Quarropas Street, Rm 248, White Plains, NY 10601; (3) served via Overnight Mail and Email on the Office of the United States Trustee for Region 2, Attn: Paul Schwartzberg & Richard Morrissey, 201 Varick Street, Suite 1006, New York, NY 10014, richard.morrissey@usdoj.gov, paul.schwartzberg@usdoj.gov:

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<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

• Debtors' Thirty-Fifth Omnibus Objection to Proofs of Claim (Reclassifying Claims). [Docket No. 9860]

On September 29, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the 35<sup>th</sup> Omnibus Service List attached hereto as **Exhibit B**.

• Notice of Hearing on Debtors' Thirty-Fifth Omnibus Objection to Proofs of Claim (Reclassifying Claims), a copy of which is attached hereto as **Exhibit C** 

On September 29, 2021, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on MMLID: 7741686, Dolly Gray, whose information has been redacted in the interest of privacy:

• Proof of Claim form, a copy of which is attached hereto as **Exhibit D** 

(Remainder of Page Intentionally Left Blank)

Dated: October 4, 2021

/s/ Frank O'Dowd Frank O'Dowd

State of New York County of New York

Subscribed and sworn (or affirmed) to me on October 4, 2021, by Frank O'Dowd, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ JAMES A. MAPPLETHORPE

Notary Public, State of New York No. 01MA6370846 Qualified in New York County Commission Expires February 12, 2022

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18-23538-shl Doc 9871 Filed 10/04/21 Entered 10/04/21 16:11:22 Main Document Pg 3 of 53

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#### Exhibit B

# Exhibit B 35th Omnibus Service List Served as set forth below

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	City of Hialeah	· · · · · · · · · · · · · · · · · · ·	3700 W 4th Ave	1200 Brickell Ave, Ste 1440		I L			:	First Class Mail and Email
		Attn. Tabitha Rivera	3700 W 4th Ave		Hialeah	FL	33012-0467		trivera@hialeahfl.gov	
	City of Kent - Utility Billing	400 West Gowe			Kent	WA	98032		finance@kentwa.gov	First Class Mail and Email
5849679	City of Kent - Utility Billing	City of Kent - Law Dept.	220 Fourth Ave. S.		Kent	WA	98032		along@kentwa.gov; armartin@kentwa.gov	First Class Mail and Email
4141105	City of Midland	333 W. Ellsworth Street			Midland	MI	48640		AT@midland-mi.org	First Class Mail and Email
									cmorse@spokanecity.org;	
									eschoedel@spokanecity.org;	
6015242	City of Spokane - Utilities Billing	City Attorney's Office - 5th Fl	808 W. Spokane Falls Blvd		Spokane	WA	99201		rhulvey@spokanecity.org	First Class Mail and Email
6015242	City of Spokane - Utilities Billing	Utilities Billing	808 West Spokane Falls Blvd		Spokane	WA	99201			First Class Mail
5811689	City of Sterling Heights	Treasury-Water Billing	40555 Utica Road		Sterling Heights	MI	48313		kmarshall@sterling-heights.net	First Class Mail and Email
	, , , , ,	, ,							jessica.whitney@cityofthornton.net;	
4901807	City of Thornton Utility Billing	Legal Department	9500 Civic Center Drive		Thornton	со	80229		karrie.valenzuela@cityofthornton.net	First Class Mail and Email
	City of Trotwood	Utility Department	3035 North Olive Road		Trotwood	ОН	45426			First Class Mail
4778667	City of Westminster	Attn: City Attorney	56 W. Main St.		Westminster	MD	21157		shampt@westgov.com	First Class Mail and Email
	Continental Electrical Construction Co., LLC					טועו			ipremijas@aol.com	First Class Mail and Email
5802310		c/o Jonathan P. Remijas	17 N State Street, Suite 1600		Chicago	IL	60602			
		Jonathan P. Remijas	815 Commerce Drive, Suite 100		Oak Brook	IL	60523		jpremijas@aol.com	First Class Mail and Email
	Copart Inc	4610 Westamerica Dr.			Fairfield	CA	94345			First Class Mail
	Copart Inc	610 Westamerica Dr.			Fairfield	CA	94534		cindy.quintanilla@copart.com	First Class Mail and Email
11477433	Copart Inc.	Cindy T. Quintanella	4610 Westamerica Dr		Fairfield	CA	94534		cindy.quintanella@copart.com	First Class Mail and Email
4907946	Cortes Quijano, Georgina									First Class Mail and Email
5819338	Decuire, Kizzie									First Class Mail and Email
4711720	DEMARCO, KATHY									First Class Mail and Email
4905753	DESROCHES, GISELE									First Class Mail and Email
									mkiddo@eriewaterworks.org;	
4784418	Erie Water Works	340 W Bayfront Pkwy			Erie	PA	16507		rcarlson@eriewaterworks.org	First Class Mail and Email
		. ,							MKIDDO@ERIEWATERWORKS.ORG;	-
5858728	ERIE WATER WORKS	340 WEST BAYFRONT PKWY			ERIE	ΡΔ	16507		RCARLSON@ERIEWATERWORKS.ORG	First Class Mail and Email
	First Point Mechanical Services	Attn: CJ Folden	1625 Winnetka Circle		Rolling Meadows	:	60008		cfolden@firstpointmechanical.com	First Class Mail and Email
	Fort Pierce Utilities Authority (FPUA)	Mary Thomas, Belling Supervisor	206 South 6th Street (34950)	P.O. Box 3191	Fort Pierce	FI	34948		mthomas@fpua.com	First Class Mail and Email
		ividi y Titoritas, Definig Supervisul	200 30411 0111 311 661 (34330)	1.0.000 3131	i oi t Fielde	I L	J+3+0		manomas@rpud.com	First Class Mail
	FUENTES, EVA									
										First Class Mail and Email
										First Class Mail and Email
	Godoy, Oralia	<u></u>								First Class Mail and Email
	-	Attn Brian Silver	421 E. Cerritos Ave.		Anaheim	CA	92805		BSilver@Gray.com; BSivler@Gray.com	First Class Mail and Email
	Grogg, Norma									First Class Mail and Email
	Guy Roofing, Inc.	Attn: CFO	201 Jones Rd.		Spartanburg	SC	29307		tsparrow@guyroofing.com	First Class Mail and Email
4584092	House of La-Rose	6745 Southpointe Parkway			Brecksville	ОН	44141		laurie.petitto@la-rose.com	First Class Mail and Email
4126075	H.P.B. Corporation	920 Harris Street			Charlottesville	VA	22903		HPBCVILLE@AOL.COM	First Class Mail and Email
4881886	IRISH PROPANE CORP	1444 CLINTON ST			BUFFALO	NY	14206		pagetb@irishcompanies.com	First Class Mail and Email
	IRISH PROPANE CORP	P O BOX 409			BUFFALO	NY	14212		pagetb@irishcompanies.com	First Class Mail and Email
					_				· -	First Class Mail and Email
	J,								isabell@jgserviceco.com;	
502/01/	J. GROTHE ELECTRIC, INC.	15632 EL PRADO RD			CHINO	CA	91710		SERVICEWORK@JGSERVICECO.COM	First Class Mail and Email
	J. SINOTHE ELECTRIC, HVC.					-				
	KI OEDEER INC	C/O DAIII BOCC	DO BOX 165		DALII	וח	Q22/I7		DAIII @IDBANKBIIDTCVI A\A/ COA/	Firet Clace Mail and Email
5838545	KLOEPFER, INC. LAKES, JOYCE	C/O PAUL ROSS	PO BOX 483		PAUL	ID	83347		PAUL@IDBANKRUPTCYLAW.COM	First Class Mail and Email First Class Mail and Email

#### 18-23538-shl Doc 9871 Filed 10/04/21 Entered 10/04/21 16:11:22 Main Document Pg 30 of 53

# Exhibit B 35th Omnibus Service List Served as set forth below

MMLID	NAME	ADDRESS 1	ADDRESS 2	ADDRECC 2	ADDDECC A	CITY	CTATE	DOCTAL CODE	COLINITOV	EMAIL	METHOD OF CEDVICE
				ADDRESS 3	ADDRESS 4	1	1	POSTAL CODE	COUNTRY		METHOD OF SERVICE
4892439	Lower Paxton Township Authority	Natalie Fleck	425 Prince Street, Suite 139	1500 11 11 01 11 01		Harrisburg	PA	17109		nhoffman@lowerpaxton-pa.gov	First Class Mail and Email
4892434	Lower Paxton Township Authority	Slusser Law Firm	Attn: Joseph R. Baranko, Jr., Esquire	1620 North Church Street	Suite 1	Hazleton	PA	18202			First Class Mail
5843948	Maersk Agency USA as agent for Maersk Line A/S	Attention: Sue Graham	9300 Arrowpoint Blvd			Charlotte	NC	28273		sue.graham@maersk.com	First Class Mail and Email
5843948	Maersk Agency USA as agent for Maersk Line A/S	Morgan, Lewis & Bockius LLP	1701 Market Street	Attn: Rachel Jaffe Mauceri	***************************************	Philadelphia	PA	19103			First Class Mail
4324588	Martin, Genie J				000000000000000000000000000000000000000						First Class Mail and Email
4696020	MILLER, GEORGE				000						First Class Mail and Email
5774496	MITCHELL, SHAWNA					000000000000000000000000000000000000000					First Class Mail and Email
5809331	National International Roofing Corp.	12191 Regency Parkway				Huntley	IL	60142		ewhitehead@nir.com	First Class Mail and Email
4127001	NLMS, Inc.	Jerri A Merrill	340 S Union St			Bethel	ОН	45106			First Class Mail
4127001	NLMS, Inc.	PO Box 178				Bethel	ОН	45106		jerri@nlmsinc.com	First Class Mail and Email
5835648	NORTHLAND MECHANICAL CONTRACTORS, INC.	9001 SCIENCE CENTER DR			00000000	NEW HOPE	MN	55428		kevin.weil@northland-mn.com	First Class Mail and Email
5837447	NorthStar Group Services, Inc.	Attn: Gregory G. DiCarlo, VP and General Counsel	35 Corporate Drive, Suite 1155			Trumbull	СТ	06611		gdicarlo@northstar.com	First Class Mail and Email
5837447	NorthStar Group Services, Inc.	Vedder Price, P.C.	Attn: Michael Schein, Esq.	1633 Broadway, 31st Floor	***************************************	New York	NY	10019		mschein@vedderprice.com	First Class Mail and Email
4902488	OSTO Trading, Inc.	169 East Flagler Street	Suite 1041		4	Miami	FL	33131		info@diamondtraces.com	First Class Mail and Email
4141002	Posely, McKinley					5 WWW.					First Class Mail and Email
4907526	Quijano, Georgina Cortes										First Class Mail and Email
7824088	Riendeau, Diane Alexandra										First Class Mail and Email
4135124	Roberts Locksmith Service	Est. Mandahl 13-C			***************************************	St. Thomas	VI	00802		spquerrard@live.com	First Class Mail and Email
6022220	Santamaria, Alex					M. delegation					First Class Mail and Email
6022395	Santamaria, Carmen L				Management of the Control of the Con						First Class Mail and Email
4745070	SCRIBNER, JANET				-						First Class Mail and Email
4905855	Simon Roofing and Sheet Metal Corp	Attn: Trudy Dawson	70 Karago Ave		4	Youngstown	ОН	44512		tdawson@simonroofing.com	First Class Mail and Email
5555585	STRAWN, BRENDA		_		-	-					First Class Mail and Email
5847130	Sun Industrial Inc.										First Class Mail
5847130	Sun Industrial Inc.										First Class Mail and Email
4599114	TAYLOR, FLOYD E										First Class Mail and Email
4900721	The Brandt Companies, LLC	Attn: Accounts Receivable	1728 Briercroft Court		and commonweal	Carrollton	TX	75006		rebekyah.brewer@brandt.us	First Class Mail and Email
4900721	The Brandt Companies, LLC	P.O. Box 227351			1	Dallas	TX	75222		remittance@brandt.us	First Class Mail and Email
7607969	Township of Belleville	152 Washington Avenue			The state of the s	Belleville	NJ	07109		mcabanillas@bellevillenj.org	First Class Mail and Email
4696330	WILSON, NANCY S				and the second s	_				_ , ,	First Class Mail and Email
	YOUNG, LEONA										First Class Mail and Email

#### Exhibit C

#### **18-23538-std Doc 9860 Filed 09/24/21 Entered 09/24/21 10:48:32 Main Document** Prog 3/2 of f 3338

Hearing Date and Time: October 26, 2021 at 10:00 a.m. (Eastern Time) Response Deadline: October 14, 2021 at 4:00 p.m. (Eastern Time)

THE DEBTORS' THIRTY-FIFTH OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Ray C. Schrock, P.C. Jacqueline Marcus Garrett A. Fail Sunny Singh

Attorneys for Debtors and Debtors in Possession

#### UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	- <b>x</b>	
In re	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	: :	Case No. 18-23538 (RDD)
Debtors. 1	:	(Jointly Administered)
	- X	

#### NOTICE OF HEARING ON DEBTORS' THIRTY-FIFTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (RECLASSIFYING CLAIMS)

**PLEASE TAKE NOTICE** that, on September 29, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned

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1

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.)

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chapter 11 cases (collectively, the "**Debtors**") filed the *Debtors' Thirty-Fifth Omnibus Objection* to *Proofs of Claim (Reclassifying Claims)* (the "**Objection**") with the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**").

**PLEASE TAKE FURTHER NOTICE** that the Objection requests that the Bankruptcy Court reclassify as general unsecured claims the claims asserted as secured on the proofs of claim listed on **Exhibit A** annexed hereto (the "**Proofs of Claim**" and, the secured claims asserted thereunder, the "**Disputed Claims**").

PLEASE TAKE FURTHER NOTICE that the Court-Ordered Claims Hearing Procedures (the "Claims Hearing Procedures"), annexed hereto as Exhibit B, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a "Claimant" and collectively, the "Claimants") within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification of a Proof of Claim and Disputed Claim without further notice to the applicable Claimant(s).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the "**Response**") to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court <u>and</u> serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than October 14, 2021, at 4:00 p.m. (Prevailing Eastern Time) (the "Response Deadline").

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at <a href="https://www.nysb.uscourts.gov">www.nysb.uscourts.gov</a>), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

2

<sup>(3626);</sup> SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant's Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant's designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant's behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on October 26, 2021 at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing"). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

**PLEASE TAKE FURTHER NOTICE** that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

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**PLEASE TAKE FURTHER NOTICE** that the Debtors retain the right to object on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at https://restructuring.primeclerk.com/sears. Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.

Dated: September 29, 2021 New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

Attorneys for Debtors and Debtors in Possession

Exhibit A

**Disputed Claims** 

## **18-23538-std Doc 9860 Filed 09/24/21 Entered 09/24/21 10:48:32 Main Document** Ptg 357 off 333

Debtors' Thirty-Fifth Omnibus Objection to Claims Exhibit 1 - Reclassified Claims

		Schedule of Secured Claims to be Reclassified*					
Ref		Proof of Claim No.	Asserted Secured	Asserted Secured Claim Amount Reclassified as			
#	Name of Claimant	to be Reclassified	Claim Amount \$125.00	General Unsecured Claim \$125.00			
1.	Adams, Jenny	9906	\$125.00	\$125.00			
2.	APONTE, DIMARY	11474	\$600.00	\$600.00			
3.	Arris, Inc.	16034	\$12,915.00	\$12,915.00			
4.	AWADA, ABESS	12930	\$500.00	\$500.00			
5.	BBUDC Inc	6576	\$300.00	\$300.00			
6.	Board of County Commissioners of Washington County, Maryland	8386	\$612.06	\$612.06			
7.	BOARDMAN WESTPARK LLC	16700	\$91,434.00	\$91,434.00			
8.	Brunswick & Topsham Water District	9748	\$336.05	\$336.05			
9.	Charter Township of Oscoda	5277	\$268.93	\$268.93			
10.	Charter Township of Van Buren Water and Sewer Department	4944	\$705.14	\$705.14			
11.	CIRCLE R ELECTRIC INC	12173	\$6,039.29	\$6,039.29			
12.	CISCO SYSTEMS, INC.	5622	\$177,809.80	\$177,809.80			
13.	City of Chicago Department of Finance/Bureau of Utility Billing and Customer Service	6985	\$762.14	\$762.14			
14	City of Hialeah	20056	\$128.00	\$128.00			

<sup>\*</sup> The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

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**Debtors' Thirty-Fifth Omnibus Objection to Claims Exhibit 1 - Reclassified Claims** 

			Asserted Secured Claim	
Ref		Proof of Claim No.	Asserted Secured	Amount Reclassified as
#	Name of Claimant	to be Reclassified	Claim Amount	General Unsecured Claim
15.	City of Kent - Utility Billing	16648	\$357.63	\$357.63
16.	City of Midland	4370	\$688.07	\$688.07
17.	City of Spokane - Utilities Billing	19049	\$544.12	\$544.12
18.	City of Sterling Heights	9764	\$3,838.96	\$3,838.96
19.	City of Thornton Utility Billing	6264	\$710.22	\$710.22
20.	City of Trotwood	5783	\$964.97	\$964.97
21.	City of Westminster	10015	\$793.36	\$793.36
22.	Continental Electrical Construction Co., LLC	8899	\$55,547.00	\$55,547.00
23.	Copart Inc	26398	\$617.00	\$617.00
24.	Copart Inc	26401	\$247.00	\$247.00
25.	Copart Inc.	26405	\$461.18	\$461.18
26.	Cortes Quijano, Georgina	7761	\$150.00	\$150.00
27.	Decuire, Kizzie	9869	\$500.00	\$500.00
28.	DEMARCO, KATHY	11730	\$14,447.46	\$14,447.46

<sup>\*</sup> The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection 2 and this Schedule, as applicable.

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Debtors' Thirty-Fifth Omnibus Objection to Claims Exhibit 1 - Reclassified Claims

	Schedule of Secured Claims to be Reclassified*  Asserted Secure							
Ref		Proof of Claim No.	Asserted Secured	Amount Reclassified as				
#	Name of Claimant	to be Reclassified	Claim Amount	General Unsecured Claim				
	DESROCHES, GISELE	7113	\$597.59	\$597.59				
30.	Erie Water Works	18611	\$418.72	\$418.72				
31.	Erie Water Works	18595	\$303.79	\$303.79				
32.	ERIE WATER WORKS	18610	\$281.25	\$281.25				
33.	First Point Mechanical Services	6070	\$6,076.14	\$6,076.14				
34.	Fort Pierce Utilities Authority (FPUA)	6771	\$1,765.00	\$1,765.00				
35.	FUENTES, EVA	17986	\$83.77	\$83.77				
36.	GINCOTT, DEBORAH	19141	\$806.00	\$806.00				
37.	Godoy, Oralia	9839	\$407.09	\$407.09				
38.	Gray-I.C.E. Builders	6198	\$747,785.60	\$747,785.60				
39.	Grogg, Norma	12555	\$709.65	\$709.65				
40.	Guy Roofing, Inc.	2802	\$127,810.00	\$127,810.00				
41.	H.P.B. Corporation	606	\$522.90	\$522.90				
42.	House of La-Rose	5105	\$62.80	\$62.80				

<sup>\*</sup> The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

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Debtors' Thirty-Fifth Omnibus Objection to Claims Exhibit 1 - Reclassified Claims

		Schedule of Secured Claims to be Reclassified*						
Ref		Proof of Claim No.	Asserted Secured	Asserted Secured Claim Amount Reclassified as				
#	Name of Claimant	to be Reclassified	Claim Amount	<b>General Unsecured Claim</b>				
43.	IRISH PROPANE CORP	11487	\$200.71	\$200.71				
44.	Izaguirre, China M	12466	\$400.00	\$400.00				
45.	J. GROTHE ELECTRIC, INC.	12789	\$31,127.00	\$31,127.00				
46.	KLOEPFER, INC.	13577	\$135,889.67	\$135,889.67				
47.	LAKES, JOYCE	19168	\$725.00	\$725.00				
48.	Lower Paxton Township Authority	5536	\$153.00	\$153.00				
49.	Lower Paxton Township Authority	5528	\$153.00	\$153.00				
50.	Maersk Agency USA as agent for Maersk Line A/S	15575	\$150,067.95	\$150,067.95				
51.	Martin, Genie J	12023	\$150.00	\$150.00				
52.	MILLER, GEORGE	16985	\$700.00	\$700.00				
53.	MITCHELL, SHAWNA	13674	\$20.00	\$20.00				
54.	National International Roofing Corp.	9358	\$50,290.00	\$50,290.00				
55.	NLMS, Inc.	2146	\$427,997.88	\$427,997.88				
56.	NORTHLAND MECHANICAL CONTRACTORS, INC.	13017	\$28,877.58	\$28,877.58				

<sup>\*</sup> The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

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**Debtors' Thirty-Fifth Omnibus Objection to Claims Exhibit 1 - Reclassified Claims** 

	Schedule of Secured Claims to be Reclassified*  Asserted Secured C							
Ref		Proof of Claim No.	Asserted Secured	Amount Reclassified as				
#	Name of Claimant	to be Reclassified	Claim Amount	<b>General Unsecured Claim</b>				
57.	NorthStar Group Services, Inc.	19720	\$364,883.16	\$364,883.16				
58.	OSTO Trading, Inc.	6383	\$723.20	\$723.20				
59.	Posely, McKinley	4591	\$300.00	\$300.00				
60.	Quijano, Georgina Cortes	7653	\$150.00	\$150.00				
61.	Riendeau, Diane Alexandra	20773	\$182.73	\$182.73				
62.	Roberts Locksmith Service	3860	\$813.00	\$813.00				
63.	Santamaria, Alex	19270	\$150.00	\$150.00				
64.	Santamaria, Carmen L	19271	\$25.00	\$25.00				
65.	SCRIBNER, JANET	11184	\$3,500.00	\$3,500.00				
66.	Simon Roofing and Sheet Metal Corp	7143	\$26,558.15	\$26,558.15				
67.	STRAWN, BRENDA	20254	\$64.65	\$64.65				
68.	Sun Industrial Inc.	15720	\$811,866.02	\$811,866.02				
69.	TAYLOR, FLOYD E	13590	\$700.00	\$700.00				
70.	The Brandt Companies, LLC	6048	\$22,637.43	\$22,637.43				

<sup>\*</sup> The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection 5 and this Schedule, as applicable.

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**Debtors' Thirty-Fifth Omnibus Objection to Claims Exhibit 1 - Reclassified Claims** 

	Schedule of Secured Claims to be Reclassified*							
Ref	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Secured Claim Amount	Asserted Secured Claim Amount Reclassified as General Unsecured Claim				
71.	Township of Belleville	20620	\$705.18	\$705.18				
72.	WILSON, NANCY S	19969	\$350.00	\$350.00				
73.	YOUNG, LEONA	19599	\$600.00	\$600.00				

<sup>\*</sup> The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection 6 and this Schedule, as applicable.

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### Exhibit B

**Claims Hearing Procedures** 

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SOUTHERN DISTRICT OF NEW YORK		
In re	- X :	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
Debtors. <sup>1</sup>	:	(Jointly Administered)
	- X	

#### **COURT-ORDERED CLAIMS HEARING PROCEDURES**

The claims hearing procedures (the "Claims Hearing Procedures") described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the "Debtors").

#### **Claims Hearing Procedures**

1. Pursuant to the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"), the Bankruptcy Court established periodic omnibus hearings (the "Omnibus Hearings") in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

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- 2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a "**Proof of Claim**") with respect to which no response (a "**Response**")<sup>2</sup> is properly filed and served.
- 3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a "Contested Claim") shall be set for a contested hearing (each, a "Claims Hearing") to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
- 4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
  - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a "Sufficiency Hearing"), unless the Debtors serve the applicable claimant (the "Claimant") with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
  - (ii) For an evidentiary hearing on the merits of a Contested Claim (a "Merits Hearing"), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors' Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as <a href="Exhibit 2">Exhibit 2</a> (a "Notice of Merits Hearing"), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
- 5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
- 6. The Debtors may file and serve a reply (a "**Reply**") to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
- 7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

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Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

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8. **Sanctions**. The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

### Exhibit D

18-23538-shl Doc 9871 Filed 10/04/21 Entered 10/04/21 16:11:22 Main Document United States Bankruptcy Court for the Southern Pistrict of New York

		***** * * PH 748 FH 7.5 * * *		
Fill in this information	on to identify the case (	Select only one Debtor p	er claim form):	
Sears Holdings Corporation	Kmart Corporation	Sears, Roebuck de Puerto	MyGofer LLC	Kmart.com LLC
(18-23538)	(18-23549)	Rico, Inc. (18-23561)	(18-23573)	(18-23585)
Sears, Roebuck and Co.	MaxServ, Inc.	SYW Relay LLC	Sears Brands Business Unit	Sears Brands Management
(18-23537)	(18-23550)	(18-23562)	Corporation (18-23574)	Corporation (18-23586)
Kmart Holding Corporation	Private Brands, Ltd.	Wally Labs LLC	Sears Holdings Publishing	SHC Licensed Business
(18-23539)	(18-23551)	(18-23563)	Company, LLC (18-23575)	LLC (18-23616)
Kmart Operations LLC	Sears Development Co.	Big Beaver of Florida	Kmart of Michigan, Inc.	SHC Promotions LLC
(18-23540)	(18-23552)	Development, LLC (18-23564)	(18-23576)	(18-23630)
Sears Operations LLC	Sears Holdings Management	California Builder Appliances,	SHC Desert Springs, LLC	SRe Holding Corporation
(18-23541)	Corporation (18-23553)	Inc. (18-23565)	(18-23577)	(19-22301)
ServiceLive, Inc.	Sears Home & Business	Florida Builder Appliances, Inc.	SOE, Inc.	
(18-23542)	Franchises, Inc. (18-23554)	(18-23566)	(18-23578)	
A&E Factory Service, LLC	Sears Home Improvement	KBL Holding Inc.	StarWest, LLC	
(18-23543)	Products, Inc. (18-23555)	(18-23567)	(18-23579)	
A&E Home Delivery, LLC	Sears Insurance Services,	KLC, Inc.	STI Merchandising, Inc.	
(18-23544)	L.L.C. (18-23556)	(18-23568)	(18-23580)	
A&E Lawn & Garden, LLC	Sears Procurement Services,	Sears Protection Company	Troy Coolidge No. 13,	
(18-23545)	Inc. (18-23557)	(Florida), L.L.C. (18-23569)	LLC (18-23581)	
A&E Signature Service, LLC	Sears Protection Company	Kmart of Washington LLC	BlueLight.com, Inc.	
(18-23546)	(18-23558)	(18-23570)	(18-23582)	
FBA Holdings Inc.	Sears Protection Company	Kmart Stores of Illinois LLC	Sears Brands, L.L.C.	
(18-23547)	(PR) Inc. (18-23559)	(18-23571)	(18-23583)	
Innovel Solutions, Inc.	Sears Roebuck Acceptance	Kmart Stores of Texas LLC	Sears Buying Services,	
(18-23548)	Corp. (18-23560)	(18-23572)	Inc. (18-23584)	

### **Proof of Claim**

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Р	art 1: Identify the Cla	aim						
1.	Who is the current creditor?	Name of the current creditor (the person or entity to be paid for this claim)  Other names the creditor used with the debtor						
2.	Has this claim been acquired from someone else?	□ No □ Yes. From whom?						
3.	Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)					
	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)							
		Contact phone Contact email	Contact phone					
4.	Does this claim amend one already filed?	□ No □ Yes. Claim number on court claims registry (if known)	Filed on					
5.	Do you know if anyone else has filed a proof of claim for this claim?	□ No □ Yes. Who made the earlier filing?						

Proof of Claim page 1

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6. Do you have any number you use to identify the debtor?	□ No □ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor:
7. How much is the claim?	\$ Does this amount include interest or other charges?  □ No □ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  Limit disclosing information that is entitled to privacy, such as health care information.
9. Is all or part of the claim secured?	No Yes. The claim is secured by a lien on property.  Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe:  Basis for perfection: Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)  Value of property:  \$  Amount of the claim that is secured: \$
	Amount of the claim that is unsecured: \$(The sum of the secured and unsecured amounts should match the amount in line 7.)
	Amount necessary to cure any default as of the date of the petition:  Annual Interest Rate (when case was filed)%  Fixed  Variable
10. Is this claim based on a lease?	☐ No ☐ Yes. Amount necessary to cure any default as of the date of thepetition. \$
11. Is this claim subject to a right of setoff?	□ No □ Yes. Identify the property:

Modified Form 410 Proof of Claim page 2

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12. Is all or part of entitled to prior		☐ No						
11 U.S.C. § 507(		☐ Yes. Check	one:					Amount entitled to priority
A claim may be priority and partly	/	Domest 11 U.S.0	ic support obli C. § 507(a)(1)	gations (includ (A) or (a)(1)(B)	ling alimony and ).	d child support) ur	nder	\$
nonpriority. For e in some categoric law limits the ame	es, the ount				rchase, lease, c 11 U.S.C. § 507	or rental of proper (a)(7).	rty or services for	\$
		bankrup		filed or the del		earned within 180 ends, whichever		\$
		☐ Taxes o	r penalties ow	ed to governm	nental units. 11	U.S.C. § 507(a)(8	3).	\$
		☐ Contribu	itions to an en	nployee benefi	it plan. 11 U.S.C	C. § 507(a)(5).		\$
		Other. S	specify subsec	tion of 11 U.S	.C. § 507(a)(	) that applies.		\$
		* Amounts ar	e subject to adju	stment on 4/01/	19 and every 3 yea	ars after that for cas	es begun on or after t	ne date of adjustment.
13. Is all or part of t	he	☐ No						
claim entitled to administrative p			e the amount	of your clain	n arising from t	the value of any	goods received	\$
pursuant to 11 U.S.C. § 503(	•	by the Debt which the g	or within 20 o	lays before the en sold to th	ne date of com	mencement of the ordinary course	ne above case, in	
Part 3: Sign B	elow							
The person compl	•	Check the appro	priate box:					
this proof of claim sign and date it.	must	☐ I am the cre	ditor.					
FRBP 9011(b).		☐ I am the creditor's attorney or authorized agent.						
If you file this claim electronically, FRBI	_	I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.						
5005(a)(2) authoriz	es courts	I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.						
specifying what a si		I understand that an authorized signature on this <i>Proof</i> of <i>Claim</i> serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.						
is. A person who files	s a	I have examined the information in this <i>Proof of Claim</i> and have a reasonable belief that the information is true and correct.						
fraudulent claim c fined up to \$500,0		I declare under penalty of perjury that the foregoing is true and correct.						
imprisoned for up		Executed on date(mm/dd/yyyy)						
18 U.S.C. §§ 152, 1 3571.	157, and							
3371.								
		Signature Print the name	of the person	who is comp	oleting and sign	ning this claim:		
		Name of the per	-	_		_		
		Name						
			First name		Middle nan	ne	Last name	
		Title						
		Company	Identify the co	orporate servicer	r as the company i	if the authorized age	ent is a servicer.	
		Address						
			Number	Street				
			City			State	ZIP Code	
		Contact phase	∪ny				211 OUG	
		Contact phone				Email	-	

Modified Form 410 Proof of Claim page 3

### Modified Form 410

### Instructions for Proof of Claim

United States Bankruptcy Court 12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

#### How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.

Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).

- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write A.B., a minor child (John Doe, parent, 123 Main St., City, State). See Bankruptcy Rule 9037.

#### Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <a href="http://restructuring.primeclerk.com/sears">http://restructuring.primeclerk.com/sears</a>.

#### Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

**Claim:** A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

### Do not file these instructions with your form

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

#### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

## Please send completed Proof(s) of Claim by one of the following methods:

If by first class mail:

Sears Holdings Corporation Claims Processing Center c/o Prime Clerk LLC Grand Central Station, PO Box 4708 New York, NY 10163-4708

If by <u>hand delivery</u>, or <u>overnight courier</u>: Sears Holdings Corporation Claims Processing Center c/o Prime Clerk LLC 850 3rd Avenue, Suite 412 Brooklyn, NY 11232

Proof(s) of claim may also be filed <u>electronically</u> at <u>https://restructuring.primeclerk.com/sears/EPOC-Index</u>, but may not be delivered by facsimile, telecopy, or electronic mail transmission.